

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

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| 1. Name and address of registrant<br>Shearman & Sterling<br>599 Lexington Avenue, New York, N.Y. 10022 | 2. Registration No.<br><del>2208</del><br>4208 |
|--|--|

|   |   |
|---|---|
| 3. Name of foreign principal<br>Minorco Societe Anonyme | 4. Principal address of foreign principal<br>68-70 boulevard de la<br>Petrusse<br>Luxembourg, Ville<br>RC Luxembourg B12139 |
|---|---|

5. Indicate whether your foreign principal is one of the following type:

☐ Foreign government

☐ Foreign political party

☒ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☒ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) \_\_\_\_\_

☐ Individual—State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom the registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

Minorco is an investment company with interests in companies in the  
natural resources and related industries

b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☒
- Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒
- Financed by a foreign government, foreign political party, or other foreign principal ..... Yes ☐ No ☒
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☒
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

Minorco is publicly traded. Major shareholders include Anglo American Corporation of South Africa, Ltd. and DeBeers Consolidated Mines Ltd.

Date of Exhibit A  
January 17, 198

Name and Title  
Philippe P. Dauman,  
Partner

Signature



INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant

Shearman & Sterling

Name of Foreign Principal

Minorco Societe Anonyme

Check Appropriate Boxes:

1. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
2. ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
3. ☒ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

For legal advice and representation in connection with Minorco's offer for Consolidated Gold Fields, Shearman & Sterling will receive hourly fees and reimbursement for expenses for an indefinite period in accordance with Shearman & Sterling's normal practice.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Shearman & Sterling has provided or will provide the following services in connection with Minorco's offer for Consolidated Gold Fields:

- (1) Compliance with Hart-Scott-Rodino filing requirements pursuant to 15 U.S.C. §18a;
- (2) Representation in federal court proceeding relating to the offer;
- (3) Communication with the Securities and Exchange Commission regarding applicability of U.S. securities laws to the offer;
- (4) With the firm of Powell, Goldstein, Frazer & Murphy, response to Gold Fields' requests that the President intervene pursuant to the Exon-Florio provisions of the Omnibus Trade and Competitiveness Act of 1988 (Shearman & Sterling's activities are limited to the preparation of written submissions to the President under such Act and meetings with representatives of the Treasury Department, Commerce Department and State Department in connection therewith); and
- (5) Providing advice concerning various aspects of U.S. law relating to the offer.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See response to question 4.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See response to question 4.

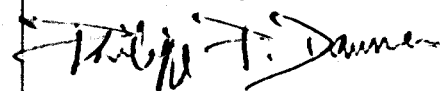
Date of Exhibit B

January 17, 1989

Name and Title

Philippe P. Dauman,  
Partner

Signature



<sup>1</sup>Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.